

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOANNE WITCHKO, Derivatively on Behalf
of Nominal Defendant AMERICAN REALTY
CAPITAL PROPERTIES, INC.,

Plaintiff,

v.

NICHOLAS S. SCHORSCH, et al.,

Defendants,

-and-

AMERICAN REALTY CAPITAL
PROPERTIES, INC.,

Nominal Defendant.

Lead Case No. 15-cv-6043-AKH

(Consolidated with Case No.
1:15-cv-08563-AKH)

**DECLARATION OF KINGDAR PRUSSIEIN IN SUPPORT OF AMERICAN REALTY
CAPITAL PROPERTIES, INC.'S STATEMENT IN SUPPORT OF PLAINTIFFS'
UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF DERIVATIVE
SETTLEMENT AND APPROVAL OF SHAREHOLDER NOTICE**

I, Kingdar Prussien, hereby declare as follows:

1. I am an associate with the law firm Milbank LLP, counsel to nominal defendant American Realty Capital Properties, Inc. (n/k/a VEREIT, Inc.) ("VEREIT") in the above-captioned action. I am a member in good standing of the bar of the State of New York and of this Court.

2. Attached to this declaration as **Exhibit A** is a true and correct copy of VEREIT's Form 8-K filed with the U.S. Securities and Exchange Commission on September 9, 2019.

3. Attached to this declaration as **Exhibit B** is a true and correct copy of the transcript from a September 9, 2019 conference call regarding VEREIT's agreements to settle certain outstanding litigation.

4. Attached to this declaration as **Exhibit C** is a true and correct copy of an analyst report issued by Baird U.S. Equity Research, dated September 9, 2019.

5. Attached to this declaration as **Exhibit D** is a true and correct copy of an analyst report issued by Capital One Securities, Inc., dated September 10, 2019.

[Remainder of page intentionally left blank.]

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 30, 2019.



Kingdar Prussien